

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>  <b>DREAMWELL, LTD.,</b>  <b>Reorganized Debtor.<sup>1</sup></b>	§ § § § § § §	<b>Chapter 11</b>  <b>Case No. 23-90024 (CML)</b>
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**STIPULATION BY AND BETWEEN  
THE SERTA SIMMONS CLASS 6B TRUST AND  
ALFRED T. GIULIANO, IN HIS CAPACITY AS  
CHAPTER 7 TRUSTEE OF START MAN FURNITURE, LLC, ET AL.**

The Serta Simmons Class 6B Trust (the “**Class 6B Trust**”) and Alfred T. Giuliano, in his capacity as chapter 7 trustee of Start Man Furniture, LLC, *et al.* (f/k/a Art Van Furniture LLC, *et al.*) (“**Claimant**,” and together with the Class 6B Trust, the “**Parties**”), hereby enter into this stipulation (the “**Stipulation**”) as follows:

**WHEREAS**, on March 8, 2020, Start Man Furniture, LLC, *et al.* (f/k/a Art Van Furniture LLC, *et al.*) (the “**Art Van Debtors**”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Delaware Bankruptcy Court**”).

**WHEREAS**, on April 6, 2020, the Delaware Bankruptcy Court entered an order converting the Art Van Debtors’ cases to cases under chapter 7 of the Bankruptcy Code. On April 7, 2020, Claimant was appointed as the chapter 7 trustee of for the estates of the Art Van Debtors.

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<sup>1</sup> The last four digits of the Reorganized Debtor’s federal tax identification number are 2419. The Reorganized Debtor’s corporate headquarters and service address for the chapter 11 cases is 2451 Industry Avenue, Doraville, Georgia 30360.

**WHEREAS**, on January 23, 2023, Serta Simmons Bedding, LLC and its debtor affiliates (collectively, the “**Debtors**”), including debtor The Simmons Manufacturing Co., LLC (“**Simmons Manufacturing**”), filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “**Court**”).

**WHEREAS**, on January 31, 2023, Claimant filed proof of claim no. 20025 against debtor Serta Simmons Bedding, LLC, (“**SSB**”) asserting a general unsecured nonpriority claim in the amount of \$2,712,192.24 (the “**Proof of Claim**”), premised upon alleged preferential and avoidable transfers made by the Art Van Debtors to Simmons Manufacturing during the ninety (90) day period prior to March 8, 2020, as set forth more fully in the draft *Complaint For Avoidance And Recovery Of Preferential Transfers Pursuant To 11 U.S.C. §§ 547 & 550* attached to the Proof of Claim (the “**Complaint**”).

**WHEREAS**, on June 14, 2023, the Court entered the *Findings of Fact, Conclusions of Law, and Order Confirming Second Amended Joint Chapter 11 Plan of Serta Simmons Bedding, LLC and Its Affiliated Debtors* (Case No. 23-90020, Docket No. 1071) (the “**Confirmation Order**”) confirming the *Second Amended Joint Chapter 11 Plan of Serta Simmons Bedding, LLC and Its Affiliated Debtors*, dated May 23, 2023 (Case No. 23-90020, Docket No. 977) (as supplemented, the “**Plan**”).<sup>2</sup>

**WHEREAS**, on June 29, 2023, the Plan went effective (the “**Effective Date**”) (Case No. 23-90020, Docket No. 1150).

**WHEREAS**, the Class 6B Trust was established on the Effective Date in accordance with the terms of the Plan and that certain *Liquidating Trust Agreement and Declaration of Trust*

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<sup>2</sup> Capitalized terms used but not defined in this Stipulation shall have the meaning ascribed to them in the Plan.

dated as of the Effective Date (the “**Trust Agreement**”). *See* Plan § 5.20; *see also* Notice of Filing of Eighth Amended Plan Supplement In Connection with Joint Chapter 11 Plan of Serta Simmons Bedding, LLC and Its Affiliated Debtors (Case No. 23-90020, Docket No. 1152).

**WHEREAS**, in accordance with the Plan and Trust Agreement, the Class 6B Trust has the authority to, among other things, review, reconcile, allow, estimate, object to, settle, compromise or resolve certain Other General Unsecured Claims. *See* Plan § 5.1(b)(iii); *see also* Trust Agreement § 3.2.7.

**WHEREAS**, on September 7, 2023, the Court entered the *Final Decree and Order Closing Certain Cases* (Case No. 23-90020, Docket No. 1262) closing the chapter 11 cases for Dreamwell, Ltd.’s Reorganized Debtor affiliates: Serta Simmons Bedding, LLC; Dawn Intermediate, LLC; National Bedding Company, L.L.C.; Serta International Holdco, LLC; Simmons Bedding Company, LLC; SSB Hospitality, LLC; SSB Logistics, LLC; SSB Manufacturing Company; SSB Retail, LLC; The Simmons Manufacturing Co., LLC; Tomorrow Sleep LLC; Tuft & Needle, LLC; and World of Sleep Outlets, LLC.

**WHEREAS**, the Parties have engaged in good faith, arms’ length negotiations to resolve the matter and have reached an agreement resolving the Proof of Claim, which agreement is memorialized herein.

**NOW, THEREFORE**, in consideration of the foregoing recitals, which are incorporated herein, it is stipulated and agreed as follows:

1. The effective date of this Stipulation shall be the later of (i) execution by the Parties, and (ii) entry of an order of the Delaware Bankruptcy Court approving the Stipulation. Upon execution by the Parties, the Claimant shall move for approval of this Stipulation pursuant

to Rule 9019 of the Federal Rules of Bankruptcy Procedure. Until and unless the Delaware Bankruptcy Court enters an order of approval, this Stipulation shall have no binding effect.

2. The Proof of Claim is hereby reduced and allowed as a Class 6B general unsecured nonpriority claim against the debtor SSB in the amount of Five Hundred and Fifty Thousand Dollars (\$550,000).

3. With the exception of the reduction and allowance of the Proof of Claim, as provided for in the preceding paragraph, Claimant and the estates of the Art Van Debtors hereby waive and release any and all claims and/or causes of action against the Debtors, the Reorganized Debtor(s) and the Class 6B Trust, relating to the Complaint and Proof of Claim.

4. The Class 6B Trust hereby waives and releases any and all claims and/or causes of action against Claimant, relating to the Complaint and Proof of Claim.

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Dated: December 24, 2024

<p><u>/s/ Jason C. DiBattista</u>  <b>ASK LLP</b>          Jason C. DiBattista (admitted <i>pro hac vice</i>)          Brigitte G. McGrath (admitted <i>pro hac vice</i>)          2600 Eagan Woods Drive, Suite 400          St. Paul, Minnesota 55121          Telephone: (651) 406-9665          Facsimile: (651) 406-9676          Email: jdbattista@askllp.com                bmcgrath@askllp.com</p> <p>-and-</p> <p>Marianna Udem (admitted <i>pro hac vice</i>)          60 East 42<sup>nd</sup> Street, 46<sup>th</sup> Floor          New York, New York 10165          Telephone: (212) 267-7342          Facsimile: (212) 918-3427          E-mail: mudem@askllp.com</p> <p>-and-</p> <p><b>KELLEY DRYE &amp; WARREN LLP</b>          Eric R. Wilson (admitted <i>pro hac vice</i>)          Jason R. Adams (admitted <i>pro hac vice</i>)          Philip A. Weintraub (admitted <i>pro hac vice</i>)          3 World Trade Center          175 Greenwich Street          New York, New York 10007          Telephone: (212) 808-7800          Facsimile: (212) 808-7897          Email: ewilson@kelleydrye.com                jadams@kelleydrye.com                pweintraub@kelleydrye.com</p> <p>-and-</p> <p>515 Post Oak Blvd, Suite 900          Houston, Texas 77027          Telephone: (713) 355-5000</p> <p><i>Co-Counsel to the Serta Simmons Class 6B Trust</i></p>	<p><u>/s/ Jeffrey P. Nolan</u>  <b>PACHULSKI STANG ZIEHL &amp; JONES</b>          Jeffrey P. Nolan          10100 Santa Monica Blvd 13th Floor          Los Angeles, California 90067          Telephone: (310) 277-6910          Facsimile: (310) 201-0760          Email: jnolan@pszjlaw.com</p> <p><i>Counsel to Alfred T. Giuliano, in his capacity as Chapter 7 Trustee of Start Man Furniture, LLC, et al.</i></p>
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